

RESOLUTION 2013-165

**RESOLUTION AGREEING TO A LIMITATION OF
LIABILITY FOR SAN DIEGO GAS AND ELECTRIC
COMPANY FOR THE INTERCONNECTION
AGREEMENT WITH THE SAN DIEGO UNIFIED
PORT DISTRICT FOR THE TENTH AVENUE
MARINE TERMINAL COLD IRONING PROJECT**

WHEREAS, the San Diego Unified Port District (District) is a public corporation created by the Legislature in 1962 pursuant to Harbors and Navigation Code Appendix I (Port Act); and

WHEREAS, the Board of Port Commissioners (BPC) adopted BPC Policy No. 110 establishing a procedure for the administration of contracts and the purchasing of supplies, materials, and equipment and establishing a policy governing the processing and administration of contracts; and

WHEREAS, on April 9, 2013 the BPC awarded the Tenth Avenue Marine Terminal (TAMT) Cold Ironing Project (Contract No. 2011-49) to NEWest Construction Company, Inc.; and

WHEREAS, construction is currently in progress and includes the Cold Ironing electrical distribution system and equipment, and the San Diego Gas and Electric (SDG&E) power supply facility; and

WHEREAS, operation of the Cold Ironing system will require the ship's power generators to be connected in parallel with SDG&E's power supply. This will allow the ship's electrical load to be transferred from the ship's generators to the Cold Ironing system without loss of power to any on-board ship circuit; and

WHEREAS, during this switching of the power source, the ship's generators could also back-feed into the SDG&E power grid; and

WHEREAS, SDG&E requires an Interconnection Agreement with the District to allow interconnection of the TAMT Cold Ironing system and the SDG&E power distribution system; and

WHEREAS, under the terms of the Interconnection Agreement, the District and SDG&E agree to limit their liabilities for losses to the amount of direct damages actually incurred for losses related to interconnection facilities.

NOW, THEREFORE, BE IT RESOLVED by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That the Executive Director or his designated representative is hereby authorized to enter into an Interconnection Agreement on behalf of the San Diego Unified Port District with the San Diego Gas and Electric Company for the Tenth Avenue Marine Terminal Cold Ironing Project and agree to a limitation of liability as follows:

"Each Party's liability to the other Party for any loss, cost, claim, injury, liability, or expense, including reasonable attorney's fees, relating to or arising from any act or omission in its performance of this agreement, shall be limited to the amount of direct damage actually incurred. In no event shall either Party be liable to the other Party for any indirect, special, consequential, or punitive damages of any kind whatsoever."

APPROVED AS TO FORM AND LEGALITY:

A handwritten signature in black ink, appearing to read "Paul Carter", is written over a horizontal line.

PORT ATTORNEY

2013-165

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 8th day of October, 2013, by the following vote:

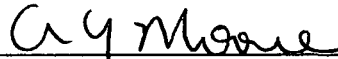
AYES: Castellanos, Malcolm, Merrifield, Nelson, Smith, Valderrama

NAYS: None.

EXCUSED: Moore

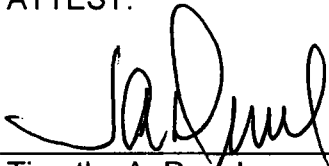
ABSENT: None.

ABSTAIN: None.



Ann Y. Moore, Chair
Board of Port Commissioners

ATTEST:



Timothy A. Deuel
District Clerk

(Seal)